

Virginia Port Authority Board of Commissioners
Executive Committee Meeting
August 1, 2006

Open Session Minutes

Committee Members Present:

John G. Milliken, Chairman
Robert C. Barclay, IV, Vice Chairman
William M. Grace
Deborah K. Stearns

Commissioners Telecommunicating:

Mark B. Goodwin
Ranjit K. Sen

Commissioners Present:

Joe B. Fleming

Staff:

J. Robert Bray, Executive Director
J. J. Keever, Deputy Executive Director
Linda G. Ford, Director of Port Promotion
Elaine Smith, Director of Human Resources
Joe Harris, Media Relations Manager – Port Promotion
David James, Director of Contracts and Real Estate
Debra J. McNulty, Clerk

Guests:

James W. Hopper, Senior Assistant Attorney General
John W. Blanton, Intern, Office of the Attorney General

Members of the Media:

Gregory Richards, *The Virginian-Pilot*
Peter Dujardin, *The Daily Press*

Pursuant to call by Chairman Milliken, the Executive Committee convened an open session on this date at 10:00 a.m., in the Virginia Port Authority Library, 600 World Trade Center, Norfolk, Virginia. Chairman Milliken announced that Mr. Goodwin and Mr. Sen were on the phone.

Chairman Milliken introduced Mr. Timothy C. McNamara, Managing Director of Boyden Global Executive Search. Mr. McNamara explained that there were two key areas to address in developing parameters for the executive search – geographical scope and determining industry versus non-industry experience in seeking candidates for the position. He emphasized the importance of confidentiality regarding the identities of candidates.

Mr. McNamara also asked if any of the Board members present intended to apply for the position of Executive Director so as to rule out any conflict of interest.

Chairman Milliken announced that the selection of the Executive Director is a public process and that he was not aware of anyone on the Board who intends to be a candidate for the position. The Chairman invited Mr. Keever, who is an internal candidate for the position, to stay during the public portion of the meeting. Mr. Keever thanked the Chairman and chose to leave the meeting at this time.

Mr. McNamara addressed questions at each of the Committee members in order to clarify the scope of the search process, position descriptions for both the Executive Director and Deputy Executive Director, and the search strategy, issues and expectations.

The Chairman announced that further discussion regarding the handling of internal candidates would be discussed in closed session.

Mr. McNamara directed questions and heard suggestions from each of the Committee members regarding qualifications they are seeking in an Executive Director and Deputy Executive Director.

The Committee members unanimously agreed on the following:

- The Executive Director candidate should be a United States citizen or permanent resident of the United States.
- For the Executive Director search, experience in the maritime industry, including maritime law, would be high on the list of credentials for candidates in addition to experience in public government, economic development, marketing and finance. It is essential to have a candidate with a strong knowledge of Virginia's political landscape who can maintain the Port's longstanding good relationship with the General Assembly.
- Candidates for the Deputy Executive Director position should have qualities that compliment the Executive Director such as a high degree of technical experience, running the day-to-day operations of a port, and experience within the legal framework, including human resources. Committee members agreed to consider candidates outside of Virginia for the Deputy position.

Chairman Milliken asked for Mr. Bray's advice on the qualifications needed for the Executive Director position. Mr. Bray said he felt that all of the Committee members provided valuable input as to the type of candidate that the Port needs. Mr. Bray said the Port Authority has evolved so much during his tenure and has enjoyed a good relationship with the General Assembly. He advised that the Port is in a great strategic position and needs to keep support going in the General Assembly – "moral support" more than financial support.

Mr. Bray said the Port needs a deputy who can really stand behind the Executive Director and fill in when the Executive Director is traveling. He advised that he has had tremendous support from Governors and Board members throughout the years.

Mr. McNamara brought up the subject of compensation. Chairman Milliken advised that the Board had not taken a formal position on compensation range. He advised that the position is a highly responsible job that has been recognized by the political leadership in the Commonwealth and that it is outside the normal government salary range. The Chairman said he would look at compensating the person on experience and years of service that they bring to the table. It would be a mix of compensation that the board has explored in the past with a base salary and set of performance goals the person would be charged to meet. Mr. Grace felt it was not necessary to have a set range and that it would depend on what that person brought to the table.

Mr. McNamara said that compensation should not be the sole driver for the search. Mr. McNamara asked about the frequency of travel that would be required for the job. The Chairman assumed that the new Executive Director would need to get out and meet customers and that there would be a fair amount of travel. Mr. Bray advised that the first two years on the job should involve at least two months or more of travel per year.

Mr. Bray advised that the Deputy's travel would depend on the decision of the Executive Director. He said the Deputy should be in-house and the Executive Director should be the one to primarily travel and meet customers.

Mr. McNamara suggested an update to the compensation review that was conducted by Mercer Human Resource Consulting in May 2005.

Chairman Milliken was not satisfied with some of the language in both position descriptions. Revisions to both position descriptions were suggested by Committee members including a description and emphasis on the working relationship between VPA and VIT and the role of VIT. Mr. Barclay suggested that percent of total working time outlined in Part III. (Work Tasks and Duties) of the Deputy's position description needed to be rewritten as the deliverables spoke more of the current Deputy Executive Director.

At 10:40 a.m., at the request of Chairman Milliken, Ms. Stearns moved that the Executive Committee convene a closed meeting under the Virginia Freedom of Information Act §2.2-3711(A)(1) to discuss and consider the qualifications of potential internal candidates for consideration by the Board for the position of Executive Director of the Virginia Port Authority or for the position of Deputy Executive Director of the Virginia Port Authority. The vote was unanimous.

At this time, staff and members of the press left the meeting. Representatives from the Attorney General's office and Mr. McNamara remained in the closed session.

The Board came out of closed session at 11:30 p.m. (Mr. Fleming arrived previously during the closed session.)

After reconvening the open session, the following resolution was read by Ms. Stearns and seconded by Mr. Barclay:

Whereas, the Virginia Port Authority Executive Committee had convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

Whereas, Section 2.2-3712 of the Code of Virginia requires a certification by the Executive Committee members that such closed meeting was conducted in conformity with Virginia law;

Now, therefore be it resolved, that the Executive Committee hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Executive Committee.

The resolution passed by a roll call vote of the Committee members as follows:

Mr. Milliken	Aye	Mr. Grace	Aye
Mr. Barclay	Aye	Mr. Sen (telephone vote)	Aye
Mr. Goodwin (telephone vote)	Aye	Ms. Stearns	Aye

Mr. McNamara was satisfied with all of the suggestions and he announced that he would immediately accept nominations for candidates for the position of Executive Director who are from the greater Virginia community. He asked Board members to contact him if they would like to nominate a candidate that they think is worthy for the Executive Director position. The Chairman asked the clerk to provide everyone with Mr. McNamara's contact information.

Mr. McNamara remarked that "...this industry is not the most sophisticated industry in the world, like airports... There is not a "cast of thousands" standing around looking for these opportunities. This is a large, complex, matrix organization that requires a lot of presence, tact, and intuition in dealing with external and internal customers".

Chairman Milliken announced that the final four or five candidates for Executive Director would be interviewed by the Board on September 19 and 20 and that the Executive Committee may need to meet prior to that time.

Ms. Stearns said she knew a number of military personnel in Hampton Roads who would be good candidates for interview. Mr. McNamara said he would consider military candidates for the position but he said, in his experience, particularly with ports and airports, it is "an absolute disaster". Mr. Grace agreed with Mr. McNamara. Chairman Milliken agreed with Ms. Stearns.

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There being no further discussion and no comments from the public, the Executive Committee meeting adjourned at 11:35 p.m.

Respectfully Submitted,

Debra J. McNulty
Clerk to the Board